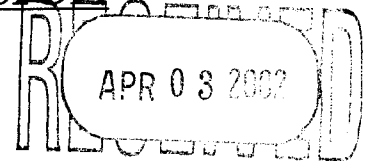


ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

ARIZONA CORPORATION
COMMISSION



ANNUAL REPORT MAILING LABEL – MAKE CHANGES AS NECESSARY

A

W-03476A
AUBREY WATER COMPANY
P. O. BOX 961089
FT. WORTH TX 76161-0089

ANNUAL REPORT

FOR YEAR ENDING

12	31	2001
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FOR COMMISSION USE

ANN04	01
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Processed by:

4/5/02 cm

SCANNED

COMPANY INFORMATION

Company Name (Business Name) BN Leasing dba Aubrey Water Company

Mailing Address P.O. Box 961089
(Street)
FORT WORTH TX 76161-0089
(City) (State) (Zip)

Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address _____

Local Office Mailing Address P.O. Box 231
(Street)
Young AZ 85554
(City) (State) (Zip)

928 462-3140 928 462 3263 928 970-0594
Local Office Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address richwmson@theriver.com

MANAGEMENT INFORMATION

Management Contact: Blaine Biberback Director Development & Acquisition
(Name) (Title)

P.O. Box 961050 Fort Worth TX 76161-0050
(Street) (City) (State) (Zip)
817-352-6461 817-352-7101
Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address Blaine.Biberback@BNSF.com

On Site Manager: Richard Williamson
(Name)

State Rte 288 Young AZ 85554
(Street) (City) (State) (Zip)
928 462 3140 928 462-3263 928 970-0594
Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address richwmson@theriver.com

Statutory Agent: CT Corporation System
 (Name)

3225 N. Central Ave. Phoenix AZ 85012
 (Street) (City) (State) (Zip)

602 277-4792
 Telephone No. (Include Area Code)

Attorney: Jeffrey W. Crockett, Snell & Wilmer
 (Name)

One Arizona Center Phoenix AZ 85004-0001
 (Street) (City) (State) (Zip)

602-382-6234 602-382-6070
 Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

OWNERSHIP INFORMATION

Check the following box that applies to your company:

- | | |
|---|--|
| <input type="checkbox"/> Sole Proprietor (S) | <input checked="" type="checkbox"/> C Corporation (C) (Other than Association/Co-op) |
| <input type="checkbox"/> Partnership (P) | <input type="checkbox"/> Subchapter S Corporation (Z) |
| <input type="checkbox"/> Bankruptcy (B) | <input type="checkbox"/> Association/Co op (A) |
| <input type="checkbox"/> Receivership (R) | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Describe) _____ | |

COUNTIES SERVED

Check the box below for the county/ies in which you are certificated to provide service:

- | | | |
|-------------------------------------|---|-----------------------------------|
| <input type="checkbox"/> APACHE | <input type="checkbox"/> COCHISE | <input type="checkbox"/> COCONINO |
| <input type="checkbox"/> GILA | <input type="checkbox"/> GRAHAM | <input type="checkbox"/> GREENLEE |
| <input type="checkbox"/> LA PAZ | <input type="checkbox"/> MARICOPA | <input type="checkbox"/> MOHAVE |
| <input type="checkbox"/> NAVAJO | <input type="checkbox"/> PIMA | <input type="checkbox"/> PINAL |
| <input type="checkbox"/> SANTA CRUZ | <input checked="" type="checkbox"/> YAVAPAI | <input type="checkbox"/> YUMA |
| <input type="checkbox"/> STATEWIDE | | |

COMPANY NAME

*Aubrey Water Company*UTILITY PLANT IN SERVICE

Acct. No.	DESCRIPTION	Original Cost (OC)	Accumulated Depreciation (AD)	O.C.L.D. (OC less AD)
301	Organization	<i>Detail on older improvements not available due to age of system and fact that infrastructure is totally depreciated.</i>		
302	Franchises			
303	Land and Land Rights			
304	Structures and Improvements			
307	Wells and Springs	<i>108,620</i>	<i>20,486</i>	<i>88,134</i>
311	Pumping Equipment			
320	Water Treatment Equipment			
330	Distribution Reservoirs and Standpipes <i>OLD PLANT</i>	<i>221,567</i>	<i>221,567</i>	<i>0</i>
331	Transmission and Distribution Mains			
333	Services			
334	Meters and Meter Installations			
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	<i>42,987</i>	<i>10,614</i>	<i>32,373</i>
340	Office Furniture and Equipment			
341	Transportation Equipment			
343	Tools, Shop and Garage Equipment			
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	<i>373,174</i>	<i>252,667</i>	<i>120,507</i>

This amount goes on the Balance Sheet Acct. No. 108

COMPANY NAME

CALCULATION OF DEPRECIATION EXPENSE FOR CURRENT YEAR

Acct. No.	DESCRIPTION	Original Cost (1)	Depreciation Percentage (2)	Depreciation Expense (1x2)
301	Organization			
302	Franchises			
303	Land and Land Rights			
304	Structures and Improvements			
307	Wells and Springs	108,620	10%	10,862
311	Pumping Equipment			
320	Water Treatment Equipment			
330	Distribution Reservoirs and Standpipes	221,567	Totally Renovated	0
331	Transmission and Distribution Mains			
333	Services			
334	Meters and Meter Installations			
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	42,987	10%	4,299
340	Office Furniture and Equipment			
341	Transportation Equipment			
343	Tools, Shop and Garage Equipment			
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS			15,161

This amount goes on Comparative Statement of Income and Expense Acct. No. 403.

COMPANY NAME

BALANCE SHEET

Acct. No.		BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	ASSETS		
	CURRENT AND ACCRUED ASSETS		
131	Cash	\$ 0	\$ 0
134	Working Funds		
135	Temporary Cash Investments		
141	Customer Accounts Receivable		
146	Notes/Receivables from Associated Companies		
151	Plant Material and Supplies		
162	Prepayments		
174	Miscellaneous Current and Accrued Assets		
	TOTAL CURRENT AND ACCRUED ASSETS	\$ 0	\$ 0
	FIXED ASSETS		
101	Utility Plant in Service	\$ 330,174	\$ 373,174
103	Property Held for Future Use		
105	Construction Work in Progress		
108	Accumulated Depreciation – Utility Plant	237,506	252,667
121	Non-Utility Property		
122	Accumulated Depreciation – Non Utility		
	TOTAL FIXED ASSETS	\$ 92,668	\$ 120,507
	TOTAL ASSETS	\$ 92,668	\$ 120,507

NOTE: The Assets on this page should be equal to **Total Liabilities and Capital** on the following page.

COMPANY NAME

BALANCE SHEET (CONTINUED)

Acct. No.		BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	LIABILITIES		
	CURRENT LIABILITIES		
231	Accounts Payable	\$ 0	\$ 0
232	Notes Payable (Current Portion)	0	0
234	Notes/Accounts Payable to Associated Companies	0	0
235	Customer Deposits	4100	4350
236	Accrued Taxes		
237	Accrued Interest		
241	Miscellaneous Current and Accrued Liabilities		
	TOTAL CURRENT LIABILITIES	\$ 4100	\$ 4350
	LONG-TERM DEBT (Over 12 Months)		
224	Long-Term Notes and Bonds	\$ 0	\$ 0
	DEFERRED CREDITS		
251	Unamortized Premium on Debt	\$ 0	\$ 0
252	Advances in Aid of Construction		
255	Accumulated Deferred Investment Tax Credits		
271	Contributions in Aid of Construction		
272	Less: Amortization of Contributions		
281	Accumulated Deferred Income Tax		
	TOTAL DEFERRED CREDITS	\$ 0	\$ 0
	TOTAL LIABILITIES	\$ 4100	\$ 4350
	CAPITAL ACCOUNTS		
201	Common Stock Issued	\$ 1000	\$ 1000
211	Paid in Capital in Excess of Par Value		
215	Retained Earnings	87,568	115,157
218	Proprietary Capital (Sole Props and Partnerships)		
	TOTAL CAPITAL	\$ 88568	\$ 116,157
	TOTAL LIABILITIES AND CAPITAL	\$ 92668	\$ 120,507

COMPANY NAME

*Aubrey Water Company.*COMPARATIVE STATEMENT OF INCOME AND EXPENSE

Acct. No.	OPERATING REVENUES	PRIOR YEAR	CURRENT YEAR
461	Metered Water Revenue	\$ <i>119,501</i>	\$ <i>105,267</i>
460	Unmetered Water Revenue		
474	Other Water Revenues		
	TOTAL REVENUES	\$ <i>119,501</i>	\$ <i>105,267</i>
	OPERATING EXPENSES		
601	Salaries and Wages	\$ **	\$ **
610	Purchased Water		
615	Purchased Power	*	*
618	Chemicals	**	<i>894</i>
620	Repairs and Maintenance	<i>38,880</i>	<i>37,328</i> **
621	Office Supplies and Expense	**	<i>4714</i>
630	Outside Services	<i>72,000</i>	<i>40,672</i>
635	Water Testing	**	<i>2200</i>
641	Rents	**	**
650	Transportation Expenses	**	<i>12,142</i>
657	Insurance – General Liability	**	**
659	Insurance - Health and Life	**	**
666	Regulatory Commission Expense – Rate Case		
675	Miscellaneous Expense	<i>8340</i>	**
403	Depreciation Expense	<i>11,022</i>	<i>15,161</i>
408	Taxes Other Than Income	<i>6784</i>	<i>7747</i>
408.11	Property Taxes	<i>5715.21</i>	<i>6096.37</i>
409	Income Tax		
	TOTAL OPERATING EXPENSES	\$ <i>137,771.21</i>	\$ <i>126,854.37</i>
	OTHER INCOME/EXPENSE		
419	Interest and Dividend Income	\$ <i>0</i>	\$ <i>0</i>
421	Non-Utility Income		
426	Miscellaneous Non-Utility Expenses		
427	Interest Expense		
	TOTAL OTHER INCOME/EXP	\$ <i>0</i>	\$ <i>0</i>
	NET INCOME/(LOSS)	\$ <i><18,270.21></i>	\$ <i><21,687.37></i>

* unitized with affiliated company. not available for this system separately.
 * included in outside services.

COMPANY NAME Aubrey Water Co.

SUPPLEMENTAL FINANCIAL DATA
Long-Term Debt

	LOAN #1	LOAN #2	LOAN #3	LOAN #4
Date Issued	<i>NONE</i>			
Source of Loan				
ACC Decision No.				
Reason for Loan				
Dollar Amount Issued	\$	\$	\$	\$
Amount Outstanding	\$	\$	\$	\$
Date of Maturity				
Interest Rate				
Current Year Interest	\$	\$	\$	\$
Current Year Principle	\$	\$	\$	\$

Meter Deposit Balance at Test Year End \$ *0*

Meter Deposits Refunded During the Test Year \$ *0*

System has been replacing old meters @ no cost,

COMPANY NAME

Aubrey Water Company

WATER COMPANY PLANT DESCRIPTIONWELLS

ADWR ID Number	Pump Horsepower	Pump Yield (Gpm)	Casing Size (inches)	Meter Size (inches)
55-677275	30	200	16"	4"
55-677276	30	200	16"	4"

OTHER WATER SOURCES

Name or Description	Capacity (gpm)	Gallons Purchased or Obtained (in thousands)
N/A		

TOTAL GALLONS PUMPED (NOT SOLD) THIS YEAR (thous.) = _____

BOOSTER PUMPS		FIRE HYDRANTS	
Horsepower	Quantity	Quantity Standard	Quantity Other
30 hp.	3	9	5
15 hp.	1		

STORAGE TANKS		PRESSURE TANKS	
Capacity	Quantity	Capacity	Quantity
30,000	1	3000	1
210,000	1		

STATISTICAL INFORMATION

Total number of customers 235

Total number of gallons sold 34,367,000 gallons

COMPANY NAME Aubrey Water Company YEAR ENDING 12/31/2001

INCOME TAXES

For this reporting period, provide the following:

Federal Taxable Income Reported 0
Estimated or Actual Federal Tax Liability 0

State Taxable Income Reported 0
Estimated or Actual State Tax Liability 0

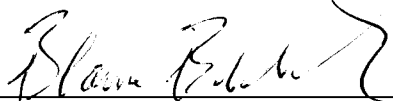
Amount of Grossed-Up Contributions/Advances:

Amount of Contributions/Advances 0
Amount of Gross-Up Tax Collected 0
Total Grossed-Up Contributions/Advances 0

Decision No. 55774 states, in part, that the utility will refund any excess gross-up funds collected at the close of the tax year when tax returns are completed. Pursuant to this Decision, if gross-up tax refunds are due to any Payer or if any gross-up tax refunds have already been made, attach the following information by Payer: name and amount of contribution/advance, the amount of gross-up tax collected, the amount of refund due to each Payer, and the date the Utility expects to make or has made the refund to the Payer.

CERTIFICATION

The undersigned hereby certifies that the Utility has refunded to Payers all gross-up tax refunds reported in the prior year's annual report. This certification is to be signed by the President or Chief Executive Officer, if a corporation; the managing general partner, if a partnership; the managing member, if a limited liability company or the sole proprietor, if a sole proprietorship.


SIGNATURE

4/1/02
DATE

ELAINE E. L. L.
PRINTED NAME

DIRECTOR DEVELOPMENT + ACQUISITION
TITLE

COMPANY NAME _____ YEAR ENDING 12/31/2001

**WATER AND SEWER
UTILITIES ONLY**

PROPERTY TAXES

Indicate the amount of actual property taxes paid during this reporting period (Calendar Year 2001)

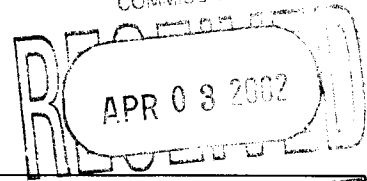
\$ 6096.37

Attach to this annual report proof (e.g. property tax bills stamped "paid in full" or copies of cancelled Checks for property tax payments) of any and all property taxes paid during the calendar year.

If no property taxes paid, explain reasons below:

**VERIFICATION
AND
SWORN STATEMENT
Intrastate Revenues Only**

ARIZONA CORPORATION
COMMISSION



VERIFICATION

STATE OF _____

I, THE UNDERSIGNED

OF THE

COUNTY OF (COUNTY NAME)
NAME (OWNER OR OFFICIAL) TITLE
COMPANY NAME <i>Aubrey Water Company</i>

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2001

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2001 WAS:

Arizona IntraState Gross Operating Revenues Only (\$)

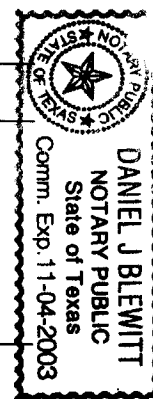
\$ 105,267.00

(THE AMOUNT IN BOX ABOVE
INCLUDES \$ 7,747.00

IN SALES TAXES BILLED, OR COLLECTED

****REVENUE REPORTED ON THIS PAGE MUST
INCLUDE SALES TAXES BILLED OR
COLLECTED. IF FOR ANY OTHER REASON,
THE REVENUE REPORTED ABOVE DOES NOT
AGREE WITH TOTAL OPERATING REVENUES
ELSEWHERE REPORTED, ATTACH THOSE
STATEMENTS THAT RECONCILE THE
DIFFERENCE. (EXPLAIN IN DETAIL)**

Blaine B. B. B.
SIGNATURE OF OWNER OR OFFICIAL
817/352-6461
TELEPHONE NUMBER



SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

1st

DAY OF

COUNTY NAME <u>TARRANT</u>	
MONTH <u>April</u>	20 <u>02</u>

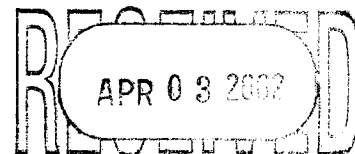
(SEAL)

SIGNATURE OF NOTARY PUBLIC

MY COMMISSION EXPIRES

11-04-2003

**VERIFICATION
AND
SWORN STATEMENT
RESIDENTIAL REVENUE
INTRASTATE REVENUES ONLY**



Director of Utilities

VERIFICATION

STATE OF ARIZONA

I, THE UNDERSIGNED

OF THE

(COUNTY NAME)	
NAME (OWNER OR OFFICIAL)	TITLE
COMPANY NAME	

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2001

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENTS OF TITLE 40, ARTICLE 8, SECTION 40-401.01, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS RECEIVED FROM RESIDENTIAL CUSTOMERS DURING CALENDAR YEAR 2001 WAS:

ARIZONA INTRASTATE GROSS OPERATING REVENUES

\$ 105,267.00

(THE AMOUNT IN BOX AT LEFT
INCLUDES \$ 7,747.00
IN SALES TAXES BILLED, OR COLLECTED

*RESIDENTIAL REVENUE REPORTED ON THIS PAGE
MUST INCLUDE SALES TAXES BILLED.

X *Blaine Blewitt*
SIGNATURE OF OWNER OR OFFICIAL

SUBSCRIBED AND SWORN TO BEFORE ME

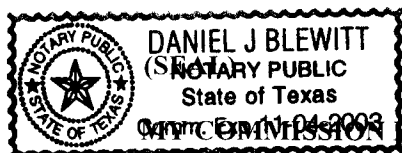
A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

1st

DAY OF

NOTARY PUBLIC NAME <i>Daniel J Blewitt</i>	
COUNTY NAME <i>Tulsa</i>	
MONTH <i>April</i>	2001



X *[Signature]*
SIGNATURE OF NOTARY PUBLIC

01-000-0507239

BNSF VENDOR CORP

13052068

INVOICE NUMBER	AMOUNT	DISC.	NET AMOUNT
YAVAPAI CO 1ST/2 AUBREY WATER	3,167.00	.00	3,167.00
TOTALS	3,167.00	.00	3,167.00

AP0500

THE ORIGINAL HAS A REFLECTIVE WATERMARK BACK? HOLD AT ANGLE TO VIEW THE FACE OF THIS DOCUMENT HAS A MULTICOLORED BACKGROUND ON WHITE PAPER

BNSF

BURLINGTON NORTHERN & SANTA FE RY CO

CHECK NO 13052068

70-1556
719ONE SANTA FE PLAZA
P.O. BOX 1738
TOPEKA KS 66601DATE
10/22/01NET AMOUNT
*****3,167.00TO THE
ORDER
OFYAVAPAI COUNTY TREASURER
255 EAST GURLEY STREET
PRESCOTT AZ 86301

AUTHORIZED SIGNATURE

HARRIS BANK, ROSELLE - ROSELLE ILLINOIS

13052068 071915580 041995034

01-000-0507239

BNSF VENDOR CORP

12900225

INVOICE NUMBER

AMOUNT

DISC.

NET AMOUNT

AUBREY WATER DIS
2000 AD VAL TAX

2,929.37

.00

2,929.37

TOTALS

2,929.37

.00

2,929.37

AP8500

THE ORIGINAL HAS A REFLECTIVE WATERMARK BACK. HOLD AT ANGLE TO VIEW. THE FACE OF THIS DOCUMENT HAS A MULTICOLORED BACKGROUND ON WHITE PAPER.

BNSF

BURLINGTON NORTHERN & SANTA FE RY CO.

CHECK NO. 12900225

78-1552
1219

ONE SANTA FE PLAZA

P.O. BOX 738

TOPEKA KS 66601

DATE

04/24/01

NET AMOUNT

*****2,929.37

PAY TO THE ORDER OF
ONLY
BNSF
CHECKSTO THE
ORDER
OFYAVAPAI COUNTY TREASURER
255 EAST GURLEY STREET
PRESCOTT

AZ 86301

AUTHORIZED SIGNATURE

HARRIS BANK, ROSELLE - ROSELLE ILLINOIS

12900225 071915580 04 199 503 4

BNSF



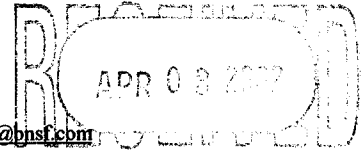
JUDY A. GREENWOOD
Director of Taxes

Burlington Northern Santa Fe

2500 Lou Menk Drive
PO Box 961089
Fort Worth, TX 76161-0089

Direct Line: (817) 352-3415
Facsimile: (817) 352-3434
Email: judy.greenwood@bnsf.com

ARIZONA CORPORATION
COMMISSION



Director of Utilities

**CERTIFIED MAIL (7000 0520 0023 8358 6438)
RETURN RECEIPT REQUESTED**

April 1, 2001

Compliance Section
Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

RE: Burlington Northern Santa Fe Manitoba Inc. (dba Aubrey Water Company)

We are enclosing the Annual Report for Burlington Northern Santa Fe Manitoba Inc. for the year ending December 31, 2001.

If you have any questions, please do not hesitate to contact me by phone or email.

Sincerely,

A handwritten signature in cursive script, appearing to read "Judy Greenwood". The ink is dark and the signature is fluid.